

KUNKEL TRANSPORTATION SERVICES, INC.

1331 Pennsylvania Avenue, N.W.

Suite 1211 North

Washington, D.C. 20004

(202) 783-3698

RECORDATION NO. 14779-B

JAN 29 1986 - 10 40 AM

Statutory Agency Service
Transportation Information

INTERSTATE COMMERCE COMMISSION

Charles E. Rhoads
President

Steven P. Rusch
Manager

Gregory C. Rhoads
Vice President

RECORDATION NO. 14779-B

JAN 29 1986 - 10 40 AM

INTERSTATE COMMERCE COMMISSION 6-029A031

January 29, 1986

No.

Date JAN. 29. 1986

Fee \$ 20.00

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.

JAN 29 1986 10 40 AM
RECEIVED
INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act as amended, attached for recordation as subfilings under ICC recordation No. 14779, are counterparts of two (2) Bills of Sale.

1. Bill of Sale covering one (1) Reconstructed Super Dome Passenger Rail Car CNW 421 "Powder River", dated July 31, 1985, acquired from Milwaukee Rail Car Corporation.
2. Bill of Sale covering one (1) Reconstructed Theater Passenger Railroad Car CNW 420 "Fox River", dated July 31, 1985, acquired from Milwaukee Rail Car Corporation.

Enclosed are two (2) \$10.00 checks to cover your recording fees. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts each showing recordation data.

Sincerely,

Gregory C. Rhoads
Gregory C. Rhoads
Acting as agent
for the C & NW

Completed
J. P. Kunkel

JAN 29 1986 10 42 PM

INTERSTATE COMMERCE COMMISSION
BILL OF SALE

MILWAUKEE RAIL CAR CORPORATION, a Wisconsin Corporation (hereinafter called the "Seller") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration the receipt of all of which by it is hereby acknowledged, has bargained, sold, conveyed, transferred and delivered, and by these presents does hereby bargain, sell grant, convey, transfer and deliver unto NORTH WESTERN LEASING COMPANY, a Delaware corporation, (hereinafter called the "Buyer"), the following unit of equipment (hereinafter referred to as "the equipment"):

Reconstructed Theater Passenger Railroad Car CNW 420 "Fox River"

TO HAVE AND TO HOLD the same unto the said Buyer, its successors or assigns forever;

THE MANUFACTURER HEREBY WARRANTS to the Buyer, its successors and assigns, that upon the sale hereunder of each unit of the Equipment to the Buyer, as aforesaid, the Seller had legal title thereto, and good and lawful right to sell the same, and that title to said unit was then free of all claims, liens, encumbrances and security interests of any nature, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever;

IN WITNESS WHEREOF, the Seller has caused the Bill of Sale to be executed in its name by its President, thereunto duly authorized, and its corporate seal to be hereunto affixed and to be attested by its Secretary, this 31st day of July.

MILWAUKEE RAIL CAR CORPORATION

By: *Robert J. Bauman*
(Signature)

Robert J. BAUMAN
(Name of Officer)

CORPORATE SEAL

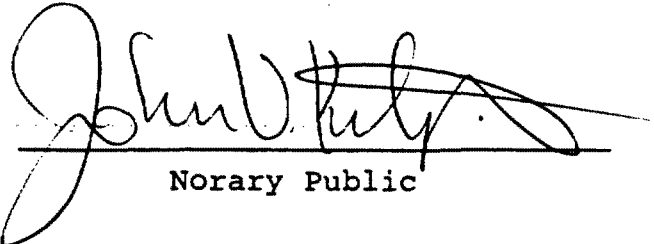
Attest:

Penny Parker
Assistant Secretary

(President)

STATE OF WISCONSIN)
) SS
COUNTY OF MILWAUKEE)

On this 31st day of July, 1985, before me personally appeared Robert J. Bauman, to me personally known, who being by me duly sworn, says that he is President of Milwaukee Rail Car Corporation that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Notary Public

